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To:

From:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Helios Pathology, LLC

T. CLINE

SEP 11 2009

EXAMINER

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**ARTICLES OF ORGANIZATION
OF
HELIOS PATHOLOGY, LLC**

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Company shall be: Helios Pathology, LLC.

**ARTICLE II
ADDRESS OF BUSINESS**

The mailing and street address for the Company's principal office is: 3501 Johnson Street, 3rd Floor, Suite 3-402, Hollywood, FL 33137

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV
GENERAL POWERS**

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

**ARTICLE V
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the operating agreement of the Company, if any

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("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the members.

ARTICLE VI RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

ARTICLE VII RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in the Operating Agreement or other agreement adopted by the members.

ARTICLE VIII OPERATING AGREEMENT

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

ARTICLE IX INITIAL REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office in Florida is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the initial Registered Agent at such address is F&L Corp. The Company may change its registered office or its registered agent or both by filing with the Secretary of State of Florida a statement complying with Section 608.416, Florida Statutes.

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FROM FOLEY & LARDNER

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**ARTICLE X
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative; do hereby certify that the foregoing constitutes the proposed Articles of Organization for **HELIOS PATHOLOGY, LLC**. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interest of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 9th day of September, 2009.



Tina E. Dunsford, Esq
Authorized Representative

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Chapter 608, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 9th day of September, 2009.

F&L CORP.

By: _____


Name: Martin A. Traber
Title: Vice President

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